STATE OF ARKANSAS SECURITIES DEPARTMENT

IN THE MATTER OF YELLOW PAGES WORLDWIDE, INCORPORATED; DERRICK FORD; ETCHIKA SHELL; LARRY HOUSE; RON HANSON; SAVVY BOY ENTERTAINMENT, INC.; AND WILLIAM L. REDDITT CEASE AND DESIST ORDER NO. S-03-025-03-CD01

CEASE AND DESIST ORDER

The Arkansas Securities Department (the "Department") has received information and has in its possession certain evidence that indicates that Yellow Pages Worldwide, Incorporated, Derrick Ford, Etchika Shell, Larry House, Ron Hanson, Savvy Boy Entertainment, Inc., and William L. Redditt have violated provisions of the Arkansas Securities Act, Ark. Code Ann. § 23-42-101 *et. seq.* (the "Act").

FINDINGS OF FACT

- Yellow Pages Worldwide, Incorporated ("Yellow Pages WW") holds itself out as a corporation organized under the laws of the state of Nevada with its principal place of business located in the state of Georgia.
- Savvy Boy Entertainment, Inc. ("Savvy Boy") holds itself out as a corporation organized under the laws of the state of Nevada with its principal place of business located in the state of Georgia.
- Derrick Ford ("Ford") is a resident of the state of Georgia and the President of Yellow Pages WW.
- Etchika Shell ("Shell") is a resident of the state of Georgia and the CEO of Yellow Pages WW.

- 5. Larry House ("House") is a resident of the state of Tennessee and the accountant for Yellow Pages WW and Savvy Boy.
- 6. William L. Redditt ("Redditt") is a resident of the state of Georgia and the President of Savvy Boy.
- 7. Ron Hanson ("Hanson") is a resident of the state of Georgia and at all times pertinent to the allegations contained herein, acted as an agent for Yellow Pages WW, Savvy Boy, Ford, Shell, House, and Redditt.
- 8. In late January of 2003 a resident of Fayetteville, Arkansas, was contacted by telephone at his residence by Hanson, who identified himself as CFO of Yellow Pages WW. Hanson solicited the Arkansas resident to purchase shares of common stock of Yellow Pages WW for \$2.50 per share. After several telephone calls by Hanson to the Arkansas resident, the resident agreed to purchase 1000 shares at the price of \$2.50 per share, which stock was paid for by a check.
- 9. Subsequently, Hanson telephoned the resident and sent materials through the mails soliciting the resident to purchase shares of common stock in Savvy Boy. Hanson represented to the resident that he would make \$110,000 to \$115,000 if he invested in Savvy Boy. These representations were made without any reasonable basis and with the intent that the resident rely upon them in making the decision to purchase shares of Savvy Boy.
- 10. During the period from January 30, 2003 through May 16, 2003, the resident purchased 13,000 shares of Yellow Pages WW for a total amount of \$22,500.00 and 8000 shares of Savvy Boy for a total amount of \$20,141.00. These purchases were made as a result of telephone conversations with Hanson, Ford, Shell, House, and Redditt. All of the funds used to purchase such shares were either mailed or wire transferred to Hanson, Ford, Shell, House, or Redditt.
- 11. Hanson, Ford, Shell, House nor Redditt ever informed the resident that none of them were registered as broker dealers or agents to sell securities with the

- Department or that the shares of Yellow Pages WW and Savvy Boy were neither registered or exempt from registration under the Act.
- 12. Records of the Department contained in the Central Registration Depository as maintained by the National Association of Securities Dealers, Inc., reflect that Hanson, Ford, are not, nor have they ever been, registered with the Department as agents or broker dealers as required by the Act.
- 13. The records of the Department reflect that the stock of Yellow Pages WW or Savvy Boy has never been registered pursuant to the Act, nor has a proof of exemption to exempt the sale of shares of Yellow Pages WW or Savvy Boy ever been filed pursuant to the Act and Rules of the Arkansas Securities Commissioner.

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CONCLUSIONS OF LAW

- 14. Ark. Code Ann. § 23-42-102(13) defines "offer" or "offer to sell" as every attempt or offer to dispose of, or solicitation of an offer to buy, a security or interest in a security for value.
- 15. Ark. Code Ann. § 23-42-501 states that it is unlawful for any person to offer or sell any security which is not registered or which is not exempt from registration under the Act.
- 16. Ark. Code Ann. § 23-42-301(a) states that it is unlawful for any person to transact business in this state as a broker-dealer or agent unless such person is registered under the Act.
- 17. Ark Code Ann. § 23-42-507 states that it is unlawful for any person, in connection with the offer, sale, or purchase of any security, directly or indirectly (1) to employ any device, scheme, or artifice to defraud; (2) to make any untrue statement of a

- material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading; or (3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.
- 18. The omission by Hanson, Ford, Shell, House, and Redditt to inform the resident that none of them were registered and that the shares of Yellow Pages WW and Savvy Boy were neither registered nor exempt constituted an omission of material fact in the sale of the securities to the resident.
- 19. Hanson's representation that the resident would make \$110,000 to \$115,000 if he invested in Savvy Boy was an untrue statement of material fact in connection with the sale of the securities to the resident.
- 20. The activities of Hanson, Ford, Shell, House, and Redditt constitute violations of Ark. Code Ann. §§ 23-42-301, 23-42-501, and 23-42-507.

<u>OPINION</u>

- 21. This matter has been properly brought before the Arkansas Securities Commissioner in accordance with Ark. Code Ann. § 23-42-209.
- 22. From the facts known by the staff of the Department, there is reason to believe that Yellow Pages WW, Savvy Boy, Hanson, Ford, Shell House, and Redditt have engaged in activities in violation of the Act by offering to sell and selling the unregistered, nonexempt stock of Yellow Pages WW and Savvy Boy.
- 23. Pursuant to Ark. Code Ann. § 23-42-209(a)(1), the Arkansas Securities Commissioner may order Yellow Pages WW, Savvy Boy, Hanson, Ford, Shell

House, and Redditt to immediately cease and desist from the further offer of the securities described herein.

24. Such an Order is in the public interest.

<u>ORDER</u>

IT IS THEREFORE ORDERED that Yellow Pages Worldwide, Incorporated, Savvy Boy Entertainment, Inc., Derrick Ford, Etchika Shell, Ron Hanson, Larry House, William L. Redditt, and all agents of any of them **CEASE AND DESIST** from any further actions in the State of Arkansas in connection with the offer of the securities described hereinabove and from any other act or practice constituting a violation of the Act or Rules of the Arkansas Securities Commissioner.

WITNESS MY HAND AND SEAL this 11TH day of July 2003.

MICHAEL B. JOHNSON ARKANSAS SECURITIES COMMISSIONER

Dunson